

**Tennessee Department of State
Division of Business Services**

FILING GUIDE

GENERAL PARTNERSHIPS



**Riley C. Darnell
Secretary of State**

2002 Revised Edition

NOTE: Pages 12-18 of the General Partnerships Filing Guide, containing filing forms, are not included in this Internet version of the Guide. For these forms, please refer to other links under the Corporations section of our website.

Tennessee Department of State Division of Business Services

"Document Processing at the Speed of Business"

MISSION

The mission of the Division of Business Services is to execute the statutory processing and recordkeeping duties of the Secretary of State relating to businesses in Tennessee.

GOAL

Our goal is to provide our customers with document processing services that are prompt, accurate and complete.

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INTRODUCTION

On June 7, 2001, Tennessee enacted into law the Revised Uniform Partnership Act of 2001 (2001 Tenn. Pub. Acts, ch. 353). This Act provides for the **optional and voluntary** filing of certain types of general partnership statements with the Secretary of State, beginning January 1, 2002.

The Division of Business Services is responsible for executing the duties and functions of the Secretary of State relative to business filings. In addition to receipting and maintaining business documents, the Division provides information to the public relating to filed documents.

This publication is intended as an **introductory guide** to the filing of general partnership documents that are permitted to be filed with the Division of Business Services under the Revised Uniform Partnership Act of 2001. The guide does **not** include information on any general partnership filing requirements pertaining to other local, state or federal agencies.

Please also note that this publication is not intended to be a comprehensive manual on general partnerships in Tennessee and is not a replacement for the statutes or for legal or other professional advice.

The Division indexes general partnership documents in its corporate management system database. However, index information for general partnerships is limited to the name, control number, chief executive office address, filing history, and filing status.

In addition, the types of permissible filing procedures and actions for general partnerships are limited to those described in this filing guide. Other types of filing procedures and actions applicable to other types of business entities, including name distinguishability requirements, name reservations, assumed name applications, registered agent and registered office designations, annual report filings, administrative dissolution/revocation procedures, and certificates of existence/authorization, are **inapplicable** to general partnerships.

The Revised Uniform Partnership Act of 2001 can be found in the Tennessee Code Annotated, Title 61, chapter 1. **This publication reflects current statutory requirements through the 2002 Regular Session of the 102nd General Assembly.**

October 1, 2002

DOCUMENT FILING

CUSTOMER SERVICE INFORMATION

- **FORMS AND FEES.** Forms are available from the Division of Business Services and may be obtained from our Internet website (see below), by contacting our office at **615-741-2286**, or in person on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. For your convenience, copies of applicable forms are included at the end of this filing guide. The filing fee is indicated at the bottom of each form.
- **INTERNET WEBSITE.** The Division of Business Services has a World Wide Web page that currently contains:
 - General information about the Division of Business Services
 - Forms (other than the annual report) and fee schedules. Some of the forms may be filled in and printed directly from the website.
 - Filing guides and information brochures
 - E-mail access to the Division (but currently **not** for document filing)
 - E-mail change of principal office mailing address
 - Searchable online Business Information and Business Name Availability databases

The Division's site may be accessed via the Secretary of State's home page at:

<http://www.state.tn.us/sos/>

- **MAILING ADDRESS.** The mailing address of the Division of Business Services is:

**State of Tennessee
Department of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243**

- **COUNTER SERVICE.** Customers may file documents or obtain certification services in person during regular business hours (8:00 a.m. until 4:30 p.m. (CST) Monday - Friday). The Division is located on the 6th floor of William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. Directions to the office are available on our website (see above).
- **E-MAIL ADDRESS.** The Division of Business Services may be e-mailed by writing:

Business.Services@state.tn.us

- **FAX NUMBER.** The fax number for business services is:

615-532-9870

- **DATABASE INFORMATION.** The following general partnership information is indexed in the Division of Business Services computer database:

- General Partnership Name
- Street Address of Chief Executive Office
- Filing History
- Filing Status

The database information is **not** currently available from our online searchable Business Information Database at www.state.tn.us/sos. Telephone inquiries for database information may be made directly to the Division of Business Services from 8:00 a.m. until 4:30 p.m. (CST) Monday - Friday. **The number to call for this information is:**

615-741-2286

- **CERTIFICATION & COPY INFORMATION.** The number to call for information on how to obtain certification services is:

615-741-6488

- **GENERAL TELEPHONE NUMBER.** For other assistance relating to general partnership document filing, please contact us at:

615-741-2286

- **TAX INFORMATION.** The following departments should be contacted as appropriate for tax information:

State franchise & excise tax or sales tax: Tennessee Department of Revenue. **The number to call is 615-253-0600 or 800-342-1003.**

State unemployment tax: Tennessee Department of Labor & Workforce Development. **The number to call is 615-741-1315 or 800-344-8337.**

- **COPIES OF STATUTES.**

The Revised Uniform Partnership Act of 2001 (2001 Tenn. Pub. Acts, ch. 353) is available for viewing and printing from our website (see above).

Lexis Publishing currently publishes a reference manual entitled ***Tennessee Corporations, Partnerships and Associations Law Annotated.*** For purchasing information, contact Lexis Publishing, PO Box 7587, Charlottesville, VA 22906-7587, or call 1-800-562-1197.

GENERAL FILING INFORMATION

- **FORMS.** The Division of Business Services provides forms for filing general partnership documents with the Secretary of State under the provisions of the Revised Uniform Partnership Act of 2001. The use of these forms is encouraged to ensure that all of the statutory requirements for filing are met. However, the use of these forms is NOT mandatory; any document properly executed that meets all of the statutory requirements will be accepted for filing.
- **RECEIPT STAMP.** Any document received by the Division of Business Services, regardless of the method of delivery, is endorsed upon receipt with a date and time stamp. This date and time become the official filing date and time if the document is accepted for filing.
- **OPTICAL IMAGING.** An original document received by the Division of Business Services is optically imaged. After processing, the original is returned to the applicant.

- **FEE PAYMENT.** The document to be filed must be accompanied by the correct fee payment, with check, bank draft, money order or other such instrument made payable to the Tennessee Secretary of State.
- **DISHONORED CHECKS.** A check, bank draft, money order or other such instrument that is dishonored upon presentation for payment of any filing constitutes grounds for rescission of the filing action for which the payment was tendered.
- **ACCEPTED FILINGS.** A document accepted for filing by the Division of Business Services is marked “Filed,” stamped with the name and title of the Secretary of State, and returned to the applicant. An acknowledgment letter is also provided as documentation of the filing and the receipt of the appropriate fees.
- **REJECTED FILINGS.** A document rejected for filing by the Division of Business Services is returned to the applicant with a letter identifying the reason(s) for document rejection and acknowledging the receipt of the submitted fees. A copy of the rejection letter must accompany any filing resubmission. Any request for a refund of submitted fees should be sent in writing to the Division of Business Services.
- **MINISTERIAL DUTY.** The duty of the Division of Business Services to file a document is ministerial. The Division’s action in filing or refusing to file a document:
 - Does not affect the validity or invalidity of the document;
 - Does not relate to the correctness or incorrectness of information contained in the document;
 - Does not create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; and
 - Does not establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

BASIC FILING REQUIREMENTS

- Only documents permitted to be filed by the Revised Uniform Partnership Act of 2001 can be accepted for filing with the Division of Business Services.
- The following general partnership documents may be filed with the Division of Business Services: Statement of Partnership; Statement of Denial; Statement of Dissociation; Statement of Dissolution; Statement of Merger; and an amendment or cancellation of any of the foregoing. A certified copy of any of the foregoing statements that is filed in an office in another State may also be filed in the Division of Business Services.
- A document must contain all of the information required by the Revised Uniform Partnership Act of 2001. It may contain other information as well.
- The document must be typewritten or printed in ink in a clear and legible fashion on one side of letter or legal size paper.
- The document must be in the English language. A name need not be in English if written in English letters or Arabic or Roman numerals.
- A document filed by a partnership must be executed by at least two partners. Other documents must be executed by a partner or other person authorized by the Revised Uniform Partnership Act of 2001.
- An individual who executes a statement as, or on behalf of, a partner or other person named as a partner in a statement shall personally declare under penalty of perjury that the contents of the statement are accurate.

NOTE: Under the provisions of the Revised Uniform Partnership Act of 2001, a person who files a statement with the Division of Business Services is required to promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

GENERAL PARTNERSHIP STATEMENTS

NOTE: General partnership documents are not filed with the Secretary of State, Division of Business Services, for the purpose of forming or maintaining a general partnership in Tennessee. Document filing is for the purpose of providing public notice of basic information about a general partnership, such as the agency authority of its partners, and such filings are optional and voluntary.

STATEMENT OF PARTNERSHIP AUTHORITY

- A partnership may file a Statement of Partnership Authority with the Division of Business Services.
- A Statement of Partnership Authority **must** include the following items:
 - (1) The name of the partnership;
 - (2) The **street** address of its chief executive office;
 - (3) The **street** address of one office in this State, if it has one; and
 - (4) The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership.
- A Statement of Partnership Authority **may** include the following item:
 - (1) The authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.
- A Statement of Partnership Authority must be executed by at least two partners. The statement must also include personal declarations under penalty of perjury by the signing partners that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4514** for filing a Statement of Partnership Authority; the filing fee is **\$20**.

- Persons authorized by the Revised Uniform Partnership Act of 2001 to file a Statement of Partnership Authority may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation. The statement must also include personal declarations under penalty of perjury by the signers that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4519** for filing an Amendment/Cancellation of Partnership Statement; the filing fee is **\$20**.
- Unless earlier cancelled, a filed Statement of Partnership Authority is cancelled by operation of law five years after the date on which the statement, or the most recent amendment was filed with the Division of Business Services.

STATEMENT OF DENIAL

- A partner or other person named as a partner in an filed Statement of Partnership Authority may file with the Division of Business Services a Statement of Denial stating the name of the partnership and the fact that is being denied, which may include denial of a person's authority or status as a partner.
- The Statement of Denial must include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4515** for filing a Statement of Denial; the filing fee is **\$20**.
- Persons authorized by the Revised Uniform Partnership Act of 2001 to file a Statement of Denial may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation. The statement must also include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4519** for filing an Amendment/Cancellation of Partnership Statement; the filing fee is **\$20**.

STATEMENT OF DISSOCIATION

- Dissociation of a partner is governed by Article 6 of the Revised Uniform Partnership Act of 2001.
- A dissociated partner or the partnership may file a Statement of Dissociation stating the name of the partnership and that the partner is dissociated from the partnership.
- The Statement of Dissociation must include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4516** for filing a Statement of Dissociation; the filing fee is **\$20**.
- Persons authorized by the Revised Uniform Partnership Act of 2001 to file a Statement of Dissociation may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation. The statement must also include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4519** for filing an Amendment/Cancellation of Partnership Statement; the filing fee is **\$20**.

STATEMENT OF DISSOLUTION

- Dissolution of a general partnership is governed by Article 7 of the Revised Uniform Partnership Act of 2001.
- After dissolution in accordance with the provisions of Article 7 of the Revised Uniform Partnership Act of 2001, a partner who has not wrongfully dissociated may file a statement of dissolution stating the name of the partnership and that the partnership has dissolved and is winding up its business.
- The Statement of Dissolution must include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4517** for filing a Statement of Dissolution; the filing fee is **\$20**.

- Persons authorized by the Revised Uniform Partnership Act of 2001 to file a Statement of Dissolution may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation. The statement must also include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4519** for filing an Amendment/Cancellation of Partnership Statement; the filing fee is **\$20**.
- A Statement of Dissolution cancels a filed Statement of Partnership Authority.

STATEMENT OF MERGER

- Mergers are governed by Article 9 of the Revised Uniform Partnership Act of 2001.
- After a merger in accordance with the provisions of the Article 9 of the Revised Uniform Partnership Act of 2001, the surviving partnership or limited partnership may file a statement that one or more partnerships or limited partnerships have merged into the surviving entity.
- A Statement of Merger **must** include the following items:
 - (1) The name of each partnership or limited partnership that is a party to the merger;
 - (2) The name of the surviving entity into which the other partnerships or limited partnership were merged;
 - (3) The **street** address of the surviving entity's chief executive office;
 - (4) The **street** address of one office of the surviving entity in this State, if it has one; and
 - (5) Whether the surviving entity is a partnership or a limited partnership.
- The Statement of Merger must also include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.

- The Division of Business Services provides form **#SS-4518** for filing a Statement of Merger; the filing fee is **\$20**.
- Persons authorized by the Revised Uniform Partnership Act of 2001 to file a Statement of Merger may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation. The statement must also include personal declaration(s) under penalty of perjury by the signer(s) that the contents of the statement are accurate.
- The Division of Business Services provides form **#SS-4519** for filing an Amendment/Cancellation of Partnership Statement; the filing fee is **\$20**.

CERTIFICATION SERVICES

- Three types of certification service are provided by the Division of Business Services:
 - **Certified Copy** - A certificate attached or certification affixed to a copy of a document so as to indicate that the copy is a true and exact copy of a document on file with the Division of Business Services. The certification includes the Secretary of State's signature, or a facsimile thereof, and the Seal of the State of Tennessee. Pursuant to TCA §61-1-148, such a certification is conclusive evidence that the original document is on file with the Secretary of State.
 - **Certificate of Fact – Mergers.** A certificate of fact lists only recorded information in the Division's files relating to the names of the partnerships and limited partnerships merged, the name of the surviving entity, and the date the merger was filed with the Division. The Division cannot interpret merger documents so as to certify other information that may be contained in such documents, such as the effective date of the merger.
 - **Certificate of Fact – Name changes.** A certificate of fact lists only recorded information in the Division's files relating to the name of the partnership prior to the name change, the name of the partnership after the name change, and the date the name change was filed with the

Division. The Division cannot interpret name change documents so as to certify other information that may be contained in such documents, such as the effective date of the name change.

- Please note that Certificates of Existence/Authorization (Good Standing) are **not** available for general partnerships since good standing determinations are not applicable to general partnership filings under the provisions of the Revised Uniform Partnership Act of 2001.
- At the present time, requests for certification services must be in person or by mail; telephone and/or FAX requests cannot be accepted by the Division of Business Services.
- Certification services can be requested by submitting form **#SS-4161**, a document copy request (including request for certificate of fact).
- The certification service fee is **\$20.00** per business, regardless of the number of documents or pages certified. The fee must be paid at the time certification services are requested.